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**Counsel to Willette Acquisition Corp., a/k/a  
Allied Digital Technologies and Allied Vaughn**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

GENERAL MOTORS CORP., et al.,

Debtors.

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Chapter 11  
Case No. 09-50026  
(Jointly Administered)

**LIMITED OBJECTION BY WILLETTE ACQUISITION CORP. a/k/a ALLIED DIGITAL TECHNOLOGIES AND ALLIED VAUGHN TO ITS SCHEDULED CURE AMOUNT, IN ACCORDANCE WITH AND AS ALLOWED BY THE “ORDER PURSUANT TO 11 U.S.C. 105, 363 AND 365 AND FED. R. BANKR. P/ 2002, 6004 AND 6006 (I) APPROVING PROCEDURES FOR SALE OF DEBTORS’ ASSETS PURSUANT TO MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS LLC, A U.S. TREASURY-SPONSORED PURCHASER; (II) SCHEDULING BID DEADLINE AND SALE HEARING DATE; (III) ESTABLISHING ASSUMPTION AND ASSIGNMENT PROCEDURES; AND (IV) FIXING NOTICE PROCEDURES AND APPROVING FORM NOTICE” [PLEADING NO. 274], AND TO THE UNDERLYING MOTION [PLEADING NO. 92] AS THE MOTION RELATES TO OR OTHERWISE IMPACTS THE CLAIM OF WILLETTE ACQUISITION.**

COMES NOW, Willette Acquisition Corp., a Minnesota corporation, a/k/a Allied Digital Technologies and Allied Vaughn (collectively “**Willette Acquisition**”), by its undersigned attorneys, files this Objection (“**Objection**”) in accordance with and as allowed by the “ORDER PURSUANT TO 11 U.S.C. 105, 363 AND 365 AND FED. R.

BANKR. P/ 2002, 6004 AND 6006 (I) APPROVING PROCEDURES FOR SALE OF DEBTORS' ASSETS PURSUANT TO MASTER SALE AND PURCHASE AGREEMENT WITH VEHICLE ACQUISITION HOLDINGS LLC, A U.S. TREASURY-SPONSORED PURCHASER; (II) SCHEDULING BID DEADLINE AND SALE HEARING DATE; (III) ESTABLISHING ASSUMPTION AND ASSIGNMENT PROCEDURES; AND (IV) FIXING NOTICE PROCEDURES AND APPROVING FORM NOTICE" [PLEADING NO. 274] (the "**Order**"), AND TO THE UNDERLYING MOTION [PLEADING NO. 92] AS THE MOTION RELATES TO OR OTHERWISE IMPACTS THE CLAIM OF WILLETTE ACQUISITION. In support of its Objection, Willette Acquisition would show the Court as follows:

1. General Motors Corp., et al., (the "**Debtor**") and Willette Acquisition are parties to a certain contract ("**Contract**").
2. The Debtor is indebted to Willette Acquisition under the Contract in the amount of \$415,754.56, as of June 1, 2009 (the "**Petition Date**").
3. The Debtor internally identifies Willette Acquisition as three separate entities: Allied Vaughn (DUNS RD 081021201), Willette Acquisitions Corp. (DUNS RD 053506502) and Allied Digital Technologies (DUNS RD 878525187).
4. Willette Acquisition only received notice in the conjunction with the assumption and assignment procedure related to Allied Vaughn (DUNS RD 081021201). As to Allied Vaughn, the secure website [www.contractnotices.com](http://www.contractnotices.com) does not correctly identify and state the correct outstanding obligation owed to Willette Acquisition under account DUNS RD 081021201. The secure website states that no amount is owed, and therefore there is no cure amount.
5. Furthermore, Willette Acquisition understands that the Debtor may have proposed certain separate cure amounts for Willette Acquisitions Corp. (DUNS RD 053506502) and Allied Digital Technologies (DUNS RD 878525187). Willette Acquisition has not been afforded authority to enter the secure website to determine if the Debtor proposes to set a cure amount for Willette Acquisitions Corp. and Allied Digital Technologies; and if so, whether the cure amounts are accurate.
6. As allowed by and in accordance with paragraph 10 of the Order [Procedures for Filing Objections to Assumption and Assignment and Cure Amounts],

Willette Acquisition objects to the proposed cure amount of \$0 for Allied Vaughn (DUNS RD 081021201) on the basis that that proposed cure amount is inaccurate. Furthermore, Willette Acquisition objects to this Court establishing any cure amounts for Willette Acquisition Corp. (DUNS RD 053506502) and Allied Digital Technologies (DUNS RD 878525187) until such time as Willette Acquisition is provided access to the proposed cure amounts to determine their accuracy.

7. Willette Acquisition has no objection to the proposed assumption and assignment of the Contract; only that the total amount to cure all of the outstanding obligations to Willette Acquisition be in the amount of \$415,754.56.

8. Willette Acquisition reserves the right to amend or otherwise modify this Objection.

WHEREFORE, Willette Acquisition requests that the assumption and assignment of the executory contracts between the Debtors and Willette Acquisition be conditioned upon the correct and accurate cure amount for Willette Acquisition, in the amount of \$415,754.56; and for such other and further relief as may be just and equitable.

Dated: June 15, 2009

GRAY, PLANT, MOOTY  
MOOTY & BENNETT, P.A.

/s/ Phillip Bohl  
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ATTORNEYS FOR WILLETTE  
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GP:2599330v1

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing document was served by Federal Express upon each of the following on this the 15th day of June, 2009.

General Motors Corporation Attn: Warren Command Center Mailcode 480-206-114 30009 Van Dyke Avenue Warren, MI 48090-9025	Weil Gotshal & Manges LLP Attn: Harvey R. Miller, Esq. 767 Fifth Avenue New York, NY 10153
Weil Gotshal & Manges LLP Attn: Stephen Karotkin, Esq. 767 Fifth Avenue New York, NY 10153	Weil Gotshal & Manges LLP Attn: Joseph H. Smolinsky, Esq. 767 Fifth Avenue New York, NY 10153
U.S. Treasury Attn: Matthew Feldman, Esq. 1500 Pennsylvania Avenue NW Room 2312 Washington, DC 20220	Cadwalader Wickersham & Taft LLP Attn: John J. Rapisardi, Esq. One World Financial Center New York, NY 10281
Vedder Price, P.C. Attn: Michael J. Edelman, Esq. 1633 Broadway 47 <sup>th</sup> Floor New York, NY 10019	Vedder Price, P.C. Attn: Michael L. Schein, Esq. 1633 Broadway 47 <sup>th</sup> Floor New York, NY 10019
Office of the United States Trustee Southern District of New York Attn: Diana G. Adams, Esq. 33 Whitehall Street 21 <sup>st</sup> Floor New York, NY 10004	Gordon Z. Novod Kramer Levin Naftalis & Frankel LLP 1177 AVENUE OF THE AMERICAS New York, NY 10036

/s/ Phillip Bohl  
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